

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

HomeStay Care Limited

ABN

62 111 823 762

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | <ul style="list-style-type: none">a. Fully paid ordinary sharesb. Fully paid ordinary sharesc. Fully paid ordinary sharesd. Fully paid ordinary sharese. Fully paid ordinary sharesf. Fully paid ordinary sharesg. Fully paid ordinary sharesh. Fully paid ordinary sharesi. Performance Rightsj. Options exercisable at \$0.015 each on or before the date that is 3 years from the date of issuek. Options exercisable at \$0.05 each on or before the date that is 2 years from the date of issue |
|---|--|--|

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2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Shares a. 12,000,000 b. 100,000,000 c. 12,000,000 d. 20,000,000 e. 19,000,000 f. 500,000 g. 12,000,000 h. 1,200,000 Performance Rights i. 50,000,000 Performance Rights Options j. 10,000,000 Options exercisable at \$0.015 each, on or before date that is 3 years from issue date k. 2,000,000 Options exercisable at \$0.05 each, on or before date that is 2 years from issue date
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Shares a. – h: Same terms as existing fully paid ordinary shares Performance Rights i. Performance Rights exercisable into one share each, with the following vesting conditions: 25,000,000 vesting upon \$2m revenue being received by Company before 31 December 2020; 25,000,000 vesting upon \$3m revenue being received by Company before 31 December 2020. Refer to Notice of General Meeting date 12 December 2019 for full terms. Options j. Options exercisable at \$0.015 each, on or before date that is 3 years from issue date k. Options exercisable at \$0.05 each, on or before date that is 2 years from issue date

+ See chapter 19 for defined terms.

4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Shares a. – h.. Yes, rank equally with all existing fully paid ordinary shares Performance Rights i. No (new unquoted class of Performance Rights) Options j. No (new unquoted class of options) k. No (new unquoted class of options)
5 Issue price or consideration	Shares a. \$0.005 per share (deemed issue price) b. \$0.005 per share (deemed issue price) c. \$0.005 per share (deemed issue price) d. \$0.005 per share (deemed issue price) e. \$0.005 per share (deemed issue price) f. Nil cash g. \$0.005 per share (deemed issue price) h \$0.005 per share (deemed issue price) Performance Rights i. Nil cash Options j. Nil cash k. Nil cash

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares a. In lieu of payment of accrued fees to broker b. Conversion of converting loans under converting loan facility c. In lieu of payment of accrued fees owed to a director d. Issue to employee pursuant to employment contract e. In lieu of repayment of debts to various creditors f. Conversion of performance rights g. Issued pursuant to corporate advisory agreement h. Issued pursuant to agreement with investor relations firm Performance Rights i. Remuneration/incentivisation of executive Options j. In consideration for services provided by broker under underwriting agreement k. In consideration for services provided by contractor under brand ambassador agreement
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 May 2019
6c	Number of +securities issued without security holder approval under rule 7.1	d. 20,000,000 shares e. 19,000,000 shares g. 12,000,000 shares h. 1,200,000 shares
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Shares a. 12,000,000 shares [<i>resolution 3, General Meeting (GM) 14 January 2020</i>] b. 100,000,000 shares [<i>resolution 2, GM 14 January 2020</i>] c. 12,000,000 shares [<i>resolution 9, GM 14 January 2020</i>] Performance Rights i. 50,000,000 Performance Rights [<i>resolution 7, GM 14 January 2020</i>] Options j. 10,000,000 options exercisable at \$0.015 each, on or before date that is 3 years from issue date [<i>resolution 4, GM 14 January 2020</i>] k. 2,000,000 options exercisable at \$0.05 each, on or before date that is 2 years from issue date [<i>resolution 8, GM 14 January 2020</i>]
6f	Number of +securities issued under an exception in rule 7.2	f. 500,000 shares [<i>conversion of performance rights issued to unrelated employee under employee incentive plan approved by shareholders - Listing rule 7.2 exception 9/exception 13</i>]
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Listing Rule 7.1: 188,277,959 Listing Rule 7.1A: 160,318,640

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7 ⁺Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

Shares and Performance Rights

a. – i: 28 January 2020

Options

j. and k: 4 February 2020

8 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
1,488,386,397	Fully paid ordinary shares
(note: 80,000,000 shares are subject to voluntary escrow until 3 December 2020; 20,000,00 shares are subject to voluntary escrow until 28 January 2021)	

Number	⁺ Class
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⁺ See chapter 19 for defined terms.

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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	167,000,000	Fully paid ordinary shares escrowed until 19 November 2020
		2,486,188	Options exercisable at \$0.246 expiring 23 June 2020
		80,000,000	Options exercisable at \$0.03 expiring 13 November 2023, escrowed until 19 November 2020
		4,000,000	Options exercisable at \$0.05 and expiring 1 August 2022
		4,000,000	Options exercisable at \$0.065, vesting 1 February 2020, expiring 1 February 2023
		4,000,000	Options exercisable at \$0.09, vesting 1 February 2021, expiring 1 February 2024
		10,000,000	Options exercisable at \$0.015 each, on or before date that is 3 years from issue date
		2,000,000	Options exercisable at \$0.05 each, on or before date that is 2 years from issue date
		50,000,000	Performance Rights (terms summarised at 3. above)
			<i>Note: 2,000,000 previously issued Performance Rights expiring 4 June 2022 have lapsed upon cessation of employment</i>
+ See chapter 19 for defined terms.			

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a
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Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	

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20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ☒ ⁺Securities described in Part 1
- (b) ☐ All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td style="height: 100px;"></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:Date: 28 January 2020
Company secretary

Print name: Melanie Ross

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	694,999,296
Add the following: - Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	104,249,894 shares (<i>placement shares issued 4 June 2019, ratified under Listing Rule 7.4, Resolution 1, GM 14 January 2020</i>) 93,336,933 shares (<i>entitlements issue, issue date 5 November 2019 – Listing Rule 7.2 exception 1</i>) 506,100,274 shares (<i>shortfall under entitlements issue, issue date 8 November 2019 – Listing Rule 7.2 exception 2</i>) 50,000,000 shares (<i>placement, issue date 3 December 2019; ratified under Listing Rule 7.4, Resolution 6, GM 14 January 2020</i>) 30,000,000 shares (<i>placement, issue date 3 December 2019; ratified under Listing Rule 7.4, Resolution 5, GM 14 January 2020</i>) 100,000,000 shares (<i>issued on conversion of convertible loans, 28 January 2020; approved by shareholders, Resolution 2, GM 14 January 2020</i>) 12,000,000 shares (<i>issue to broker, issue date 28 January 2020, approved by shareholders, Resolution 3, GM 14 January 2020</i>) 12,000,000 shares (<i>issue in lieu of director’s fees, issue date 28 January 2020, approved by shareholders, Resolution 9, GM 14 January 2020</i>)

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	500,000 shares (on conversion of performance rights held by unrelated employee under employee incentive plan approved by shareholders; issue date 28 January 2020; Listing Rule 7.2 exception 9/ exception13)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	1,603,186,397

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	240,477,959
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	20,000,000 shares (<i>issued to employees; issue date 28 January 2020</i>) 19,000,000 shares (<i>issued to creditors; issue date 28 January 2020</i>) 12,000,000 shares (<i>issued pursuant to corporate advisory agreement; issue date 28 January 2020</i>) 1,200,000 shares (<i>issued to investor relations firm, issue date 28 January 2020</i>)
“C”	52,200,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	240,477,959
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	52,200,000
Total [“A” x 0.15] – “C”	188,277,959 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,603,186,397
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	160,318,640
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	0
“E”	0

⁺ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	160,318,640
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	160,318,640 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.